



Southern Pacific Lines

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1785 • Facsimile (415) 495-5436

Gary A. Laakso
General Attorney

RECORDATION NO.

16785-BB
FILED 1425

MAY 17 1995 11 20 AM

INTERSTATE COMMERCE COMMISSION May 16, 1995

0100629015
NOTE 3 Separate
Quitclaim Bills of

Solo filed
under this one number!

RECEIVED
OFFICE OF THE
SECRETARY
MAY 17 10 13 AM '95
G 4137-336
Licensing Branch

VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Lease Intended for Security Dated March 5, 1990,
Between Southern Pacific Transportation Company, as Lessee,
and First Interstate Bank of California, as Agent

Dear Mr. Strickland:

Enclosed are an original and four counterparts of the document described below to be recorded pursuant to the provisions of 49 U.S.C. Section 11303.

The document set, a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177, are Quitclaim Bills of Sale dated August 30, 1990, November 29, 1990, and June 5, 1990.

The primary document to which the document is in connection with is recorded under Recordation No. 16785. We request that the document be recorded under Recordation No. 16785-AA.

The names and addresses of the parties to the Quitclaim Bill of Sale are as follows:

Seller: First Interstate Bank of California
345 California Street
San Francisco, California 94104

Buyer: Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

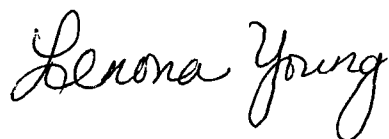
Mr. Sidney L. Strickland, Jr.
May 16, 1995
Page Two

A fee check in the amount of \$21 is enclosed. Please return the **ORIGINAL** and three counterparts of the Quitclaim Bills of Sale evidencing the recordation data thereon in the enclosed Federal Express envelope. For your convenience, the airbill has been completed. Also, Southern Pacific will be charged for the air courier service.

A short summary of the enclosed document to appear in the Commission's index is:

Quitclaim Bills of Sale dated August 30, 1990, November 29, 1990, and June 5, 1990, each between First Interstate Bank of California, 345 California Street, San Francisco, CA 94104, Seller, and Southern Pacific Transportation Company, Southern Pacific Building, One Market Plaza, San Francisco, CA 94105, Buyer, covering 129 rail cars.

Very truly yours,

A handwritten signature in cursive script that reads "Lenora Young". The signature is written in dark ink and is positioned to the right of the typed name "Lenora Young".

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

5/17/95

Office Of The Secretary

Gary A. Laakso
General Attorney
Southern Pacific Lines
Southern Pacific Building
One Market Plaza
San Francisco, CA. 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/17/95 at 10:20AM , and assigned recordation number(s). 16785-BB.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100629015)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

QUITCLAIM BILL OF SALE

RECORDATION NO. 16785-BB FILED 1425

MAY 17 1995 10 20 AM

MINNESOTA SECURITIES COMMISSION

For valuable consideration, FIRST INTERSTATE BANK OF CALIFORNIA, as Agent (hereinafter called "Agent") does hereby sell to SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called "Buyer") all of Agent's right, title, and interest in and to the personal property described below (the "Equipment").

SP 1820	SP 627713	SP 695163	SP 696083	SP 699330	SSW 57484
SP 242993	SP 658497	SP 695189	SP 696136	SSW 27449	SSW 57495
SP 248007	SP 658724	SP 695209	SP 696140	SSW 28211	SSW 57498
SP 463246	SP 658739	SP 695211	SP 696160	SSW 28661	SSW 79983
SP 513163	SP 658772	SP 695410	SP 696186	SSW 28731	
SP 521343	SP 674888	SP 696030	SP 696257	SSW 29113	
SP 564889	SP 676716	SP 696033	SP 696461	SSW 57383	
SP 621024	SP 690199	SP 696036	SP 697203	SSW 57414	
SP 621059	SP 691945	SP 696061	SP 698644	SSW 57452	

Said Equipment is sold on an "as-is, where-is" basis, without any covenant or warranty expressed or implied, of any nature whatsoever except, the Agent covenants and warrants that said Equipment is free of all liens and encumbrances created by the Agent. THE WARRANTY IN THIS PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF AGENT, WHETHER WRITTEN, ORAL OR IMPLIED, AND AGENT SHALL NOT BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO MAKE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER. By acceptance of said Equipment transferred hereunder, Buyer agrees to pay all sales and use taxes heretofore assessed or levied against said Equipment.

TO HAVE AND TO HOLD the Equipment unto the Buyer, its successors and assigns, for its and their own use, forever.

IN WITNESS WHEREOF, the Agent has caused this Quitclaim Bill of Sale to be executed on its behalf on this 30th day of August, 1990.

FIRST INTERSTATE BANK OF CALIFORNIA
As Agent under a Lease Intended as
Security dated as of March 5, 1990

By: [Signature]
Title ASSISTANT VICE PRESIDENT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No 5907

State of California

County of San Francisco

On 5-4-95 before me, N.M. Ciria-Cruz, Notary Public,
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared E. BOKERBAUM,
NAME(S) OF SIGNER(S)

☒ personally known to me - **OR** - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Maria Cruz
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form

CAPACITY CLAIMED BY SIGNER

- ☐ INDIVIDUAL
☒ CORPORATE OFFICER

ACCT VICE PRESIDENT
TITLE(S)

- ☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

FIRST INTERSTATE BANK

DESCRIPTION OF ATTACHED DOCUMENT

Quitclaim Bill of Sale
TITLE OR TYPE OF DOCUMENT

2
NUMBER OF PAGES

5-5-95
DATE OF DOCUMENT

NONE
SIGNER(S) OTHER THAN NAMED ABOVE

QUITCLAIM BILL OF SALE

For valuable consideration, FIRST INTERSTATE BANK OF CALIFORNIA, as Agent (hereinafter called "Agent") does hereby sell to SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called "Buyer") all of Agent's right, title, and interest in and to the personal property described below (the "Equipment").

SP 1911	SP 463903	SP 676578	SP 696476	SSW 29210
SP 1964	SP 493596	SP 676629	SP 696602	SSW 57336
SP 240598	SP 507716	SP 690204	SP 697245	SSW 57451
SP 242528	SP 508058	SP 690212	SP 697406	SSW 57464
SP 242663	SP 564534	SP 690247	SP 698360	SSW 57466
SP 243340	SP 595524	SP 691902	SSW 23012	SSW 57468
SP 244391	SP 599501	SP 695344	SSW 25614	SSW 67148
SP 244628	SP 599502	SP 696001	SSW 25870	SSW 85557
SP 341197	SP 621056	SP 696240	SSW 25871	WCTR 240578
SP 341208	SP 658475	SP 696272	SSW 28496	

Said Equipment is sold on an "as-is, where-is" basis, without any covenant or warranty expressed or implied, of any nature whatsoever except, the Agent covenants and warrants that said Equipment is free of all liens and encumbrances created by the Agent. THE WARRANTY IN THIS PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF AGENT, WHETHER WRITTEN, ORAL OR IMPLIED, AND AGENT SHALL NOT BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO MAKE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER. By acceptance of said Equipment transferred hereunder, Buyer agrees to pay all sales and use taxes heretofore assessed or levied against said Equipment.

TO HAVE AND TO HOLD the Equipment unto the Buyer, its successors and assigns, for its and their own use, forever.

IN WITNESS WHEREOF, the Agent has caused this Quitclaim Bill of Sale to be executed on its behalf on this 29th day of November, 1990.

FIRST INTERSTATE BANK OF CALIFORNIA
As Agent under a Lease Intended as
Security dated as of March 5, 1990

By: [Signature]
Title ASSISTANT VICE PRESIDENT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No 5907

State of California

County of San Francisco

On 5-4-95 before me, N.M. Ciria-Cruz, Notary Public

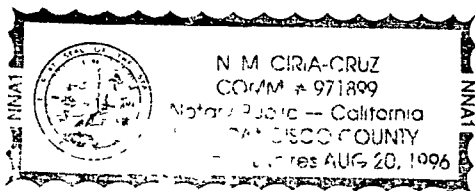
DATE

NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared I - POOPER D BUM

NAME(S) OF SIGNER(S)

☒ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

N.M. Ciria-Cruz
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form

CAPACITY CLAIMED BY SIGNER

- ☐ INDIVIDUAL
☒ CORPORATE OFFICER

ASST. VICEPRESIDENT

TITLE(S)

- ☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

FIRST INTERSTATE BANK

DESCRIPTION OF ATTACHED DOCUMENT

Quitclaim Bill of Sale

TITLE OR TYPE OF DOCUMENT

2
NUMBER OF PAGES

5-5-95

DATE OF DOCUMENT

None
SIGNER(S) OTHER THAN NAMED ABOVE

QUITCLAIM BILL OF SALE

For valuable consideration, FIRST INTERSTATE BANK OF CALIFORNIA, as Agent (hereinafter called "Agent") does hereby sell to SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter called "Buyer") all of Agent's right, title, and interest in and to the personal property described below (the "Equipment").

SP 1768	SP 565316	SP 693609	SP 695374	SP 698762	SSW 28328
SP 242591	SP 621005	SP 695219	SP 695433	SP 699474	SSW 56611
SP 513685	SP 658069	SP 695260	SP 696056	SSW 27352	SSW 57327
SP 515712	SP 674817	SP 695289	SP 696327	SSW 27799	SSW 57426
SP 521330	SP 690224	SP 695294	SP 697106	SSW 27807	SSW 57432
					WCTR 60815

Said Equipment is sold on an "as-is, where-is" basis, without any covenant or warranty expressed or implied, of any nature whatsoever except, the Agent covenants and warrants that said Equipment is free of all liens and encumbrances created by the Agent. THE WARRANTY IN THIS PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF AGENT, WHETHER WRITTEN, ORAL OR IMPLIED, AND AGENT SHALL NOT BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO MAKE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER. By acceptance of said Equipment transferred hereunder, Buyer agrees to pay all sales and use taxes heretofore assessed or levied against said Equipment.

TO HAVE AND TO HOLD the Equipment unto the Buyer, its successors and assigns, for its and their own use, forever.

IN WITNESS WHEREOF, the Agent has caused this Quitclaim Bill of Sale to be executed on its behalf on this 5th day of June, 1990

FIRST INTERSTATE BANK OF CALIFORNIA
As Agent under a Lease Intended as
Security dated as of March 5, 1990

By: [Signature]
Title ASSISTANT VICE PRESIDENT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No 5907

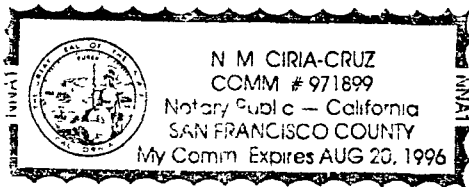
State of California

County of San Francisco

On May 4, 1995 before me, N.M. Ciria-Cruz, Notary Public
DATE NAME TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared ROGER BAUM
NAME(S) OF SIGNER(S)

☒ personally known to me - **OR** - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]
SIGNATURE OF NOTARY

OPTIONAL

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- ☐ INDIVIDUAL
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ASST VICE PRESIDENT
TITLE(S)

- ☐ PARTNER(S) ☐ LIMITED
☐ GENERAL

- ☐ ATTORNEY-IN-FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER _____

DESCRIPTION OF ATTACHED DOCUMENT

Initial Bill of Sale
TITLE OR TYPE OF DOCUMENT

2
NUMBER OF PAGES

5-5-95
DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

FIRST INTERSTATE BANK

NONE
SIGNER(S) OTHER THAN NAMED ABOVE